

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF WISCONSIN**

IN RE HARLEY-DAVIDSON, INC.)
SECURITIES LITIGATION) 05-C-00547-CNC
)
This Document Relates To: All Actions.)

)

JOINT CASE MANAGEMENT ORDER

WHEREAS, ten actions against Harley-Davidson, Inc. (“H-D”) and other H-D related parties (the “H-D Defendants”) involving allegations relating to H-D’s reported financial results (the “H-D Actions”) have been commenced in this Court or have been transferred to this Court;

WHEREAS, six of the H-D Actions, *Kadagian v. Harley-Davidson, Inc. et al.*, 05-C-00547-CNC, *Villar v. Harley-Davidson, Inc., et al.*, 05-C-00554-CNC, *Himes v. Harley-Davidson, Inc. et al.*, 05-C-00579-LA, *Katz v. Harley-Davidson, Inc., et al.*, 05-C-00609-CNC, *Ziolkowski v. Harley-Davidson, Inc. et al.*, 05-C-00629-CNC and *Bourret v. Harley-Davidson, Inc. et al.*, 05-C-00696-CNC assert federal securities claims on behalf of shareholders of H-D (as consolidated, the “Federal Securities Action”);

WHEREAS, three of the H-D Actions, *Ray v. Zeimer et al.*, 2:05-C-01123-CNC (the “Ray Derivative Action”), *Cruse v. Zeimer, et al.*, 05-C-01251-CNC (the “Cruse Derivative Action”), and *Borgen v. Bleustein, et al.*, 05-C-00607-LA (the “Borgen Derivative Action”), assert claims derivatively on behalf of H-D (the “Derivative Actions”); the *Ray* and *Cruse* Derivative Actions are still pending but the *Borgen* Derivative Action has been voluntarily dismissed without prejudice;

WHEREAS, one of the H-D Actions, *Bosman v. Harley-Davidson, Inc., et al.*, 2:05-C-00912-CNC, asserts claims under the Employee Retirement Income Security Act (“ERISA” and the “ERISA Action”);

WHEREAS, on November 16, 2005, a hearing was held at which time the Court entered an order staying the Derivative Actions;

WHEREAS, on December 30, 2005, the Court entered an order granting in part and denying in part the ERISA Action defendants’ motion to stay proceedings in the ERISA Action (the “December 30, 2005 Order”);

WHEREAS, on February 14, 2006, in an Order Consolidating the Related Actions, Appointing Lead Plaintiff and Lead Plaintiffs Selection of Lead and Liaison Counsel (“the February 14, 2006 Order”), the Court consolidated the Federal Securities Action and appointed Deka International S.A. Luxembourg, Construction Laborers Pension Trust of Greater St. Louis, the Iron Workers Local No. 25 Pension Fund, and the City of Sterling Heights Police & Fire Retirement System as Lead Plaintiffs in the Federal Securities Action (“Federal Securities Lead Plaintiffs”) and approved the Federal Securities Lead Plaintiffs’ selection of counsel as Co-Lead and Liaison Counsel;

WHEREAS, on February 15, 2006, in an Order Consolidating Cases for Administrative Purposes (the “February 15, 2006 Order”), the Court consolidated the ERISA Action and the *Ray* Derivative Action with the Federal Securities Action for administrative purposes pursuant to Fed. R. Civ. P. 42(a); and

WHEREAS, on February 15, 2006, pursuant to an Order Denying Motion to Appoint Lead Counsel and Lead Plaintiff, dated February 15, 2006, the Court denied a motion filed by Derivative Plaintiff Scott Ray for appointment of Lead Plaintiff and Lead Counsel in the Derivative Actions on the ground that the *Borgen* Derivative Action had been voluntarily dismissed without prejudice.

NOW, THEREFORE, to further promote judicial economy and avoid duplication consistent with the Orders entered herein to date, it is hereby ORDERED that the H-D Actions are to be coordinated for purposes of discovery and pre-trial proceedings, as follows:

I. THE FEDERAL SECURITIES ACTION

A. Coordination of Discovery and Pre-Trial Proceedings.

1. All discovery and pre-trial proceedings in the Federal Securities Action shall be coordinated with the discovery and pretrial proceedings in the Derivative Actions and the Consolidated ERISA Action (as defined in paragraph III(A)(2) below), in accordance with and subject to the Court's Orders of November 16, 2005, December 30, 2005 and February 15, 2006.
2. Service on counsel for the Federal Securities Lead Plaintiffs is service on all plaintiffs in the Federal Securities Action.

B. Consolidated Complaint

1. Federal Securities Lead Plaintiffs shall file an amended consolidated complaint in the Federal Securities Action within 60 days of the date of entry of this Order.
2. Defendants in the Federal Securities Action shall answer or otherwise respond to the amended consolidated complaint within 75 days of the date of service of the consolidated complaint.

3. Any brief in opposition to a motion to dismiss the amended consolidated complaint shall be served within 60 days of service of such motion. Reply briefs shall be served within 45 days of the date of service of such opposition brief.

II. DERIVATIVE ACTIONS

A. Consolidation of Cases

1. The Derivative Actions consist of the following cases:

- (i) *Ray v. Zeimer, et al.*, 2:05-C-01123-CNC; and
- (ii) *Cruse v. Zeimer, et al.*, 2:05-C-01251-CNC.

2. In light of the multiple Derivative Actions pending, consolidation of those cases under Fed. R. Civ. P. 42 is now appropriate. A submission seeking the consolidation of, and the appointment of lead plaintiff in, the Derivative Actions shall be filed within 30 days of the date of this Order.

B. Coordination with the Other H-D Actions

1. All further proceedings in the Derivative Actions are stayed in accordance with the Court's Order of November 16, 2005.

2. All discovery and pre-trial proceedings in the Derivative Actions shall be coordinated with the Federal Securities Action and the Consolidated ERISA Action (as defined in paragraph III(A)(2) below) in accordance with and subject to the Court's Orders of November 16, 2005, December 30, 2005, and February 15, 2006.

III. THE ERISA ACTION

A. Consolidation of Cases

1. The ERISA Action consists of *Bosman v. Harley-Davidson, Inc. et al.*, 2: 05-C-00912-CNC.
2. Each ERISA case that relates to the same subject matter that is subsequently filed in this Court or transferred to this Court shall be consolidated with the ERISA Action (the “Consolidated ERISA Action”).
3. Every paper filed that relates solely to the Consolidated ERISA Action shall provide in such paper’s caption “This Document Relates to: No. 2:05-C-00912 (Bosman)”. When a paper is intended to apply only to some, but not all, of the consolidated ERISA actions, this Court’s docket number for each individual action to which the paper is intended to be applicable and the last name of the first-named plaintiff in said action shall appear immediately after the words “This Document Relates To:”.

B. Amended Complaint

1. Any amended consolidated complaint in the Consolidated ERISA Action must be filed within 60 days of the date of entry of this Order.
2. Defendants in the Consolidated ERISA Action shall answer or otherwise respond to the amended complaint within 75 days of the date of service of the amended complaint or, if no amended complaint is filed, within 75 days of date of service of the consolidated complaint in the Federal Securities Action.

3. Any brief in opposition to a motion to dismiss the amended complaint (or the original complaint if no amended complaint is filed) shall be served within 60 days of service of such motion. Reply briefs shall be served within 45 days of the date of service of such opposition brief.

C. Coordination with the Other H-D Actions

1. All discovery and pre-trial proceedings in the Consolidated ERISA Action shall be coordinated with the discovery and pre-trial proceedings in the Federal Securities Action and the Derivative Actions in accordance with and subject to the Court's Orders of November 16, 2005, December 30, 2005 Order, and February 15, 2006.

2. Service on counsel for plaintiff in the Consolidated ERISA Action is service on all plaintiffs in the Consolidated ERISA Action.

3. Except as set forth in Section III.B above, all further proceedings in the Consolidated ERISA Action are stayed, subject to the exceptions set forth in the Court's Order of November 16, 2005 and also subject to the December 30, 2005 Order. Nothing herein shall modify, alter, amend, or withdraw the December 30, 2005 Order.

SO ORDERED THIS 24th day oJuly.2006:

s/ C. N. CLEVERT, JR.
The Honorable Charles N. Clevert
United States District Judge

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